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PRESENTATION OF ACCOUNT NO. 1 072100000032

REFERENCE : 965687 4355164

AUTHORIZATION I

COST LIMIT : \$ PREPAID

ORDER DATE: May 24, 1996

ORDER TIME : 10:21 AM

ORDER NO. : 965687

CUSTOMER NO: 4355164

CUSTOMER: Andrew F. Dunstan, Legal Asst

HONIGMAN, MILLER, SCHWARTZ &

COHN

222 Lakeview Avenue

Suite #800

West Palm Beach, FL 334016112

DOMESTIC FILING

NAME:

NORTHPOINT ASSOCIATES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Clint Fuhrman

EXAMINER'S INITIALS:

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LAW OFFICES

HONIGMAN MILLER SCHWARTZ AND COHN

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ANDREW F. DUNGTAN Lagai Assistant Clark

DIRECT DIAL NUMBER (801) 838-4811 TAMPA, FLORIDA ORLANDO, FLORIDA DETROIT, MICHIGAN LANBING, MICHIGAN

May 23, 1996

Florida Department of State Division of Corporations P.O. Box 6327 Tallahassee, FL 32314

Ro:

Northpoint Associates, Inc.

Dear Sir or Madam:

Please be advised that the above referenced Corporation will serve as the General Partner of Northpoint Associates, Ltd. Our office has reserved this name and the limited partnership will be formed at a later date. We were advised by your office that the above referenced name would be available for use by the General Partner because of its relationship to the Limited Partnership. The reservation number is R96000002229.

Please let me know if there is additional information you require.

Sincerely yours.

Andrew F. Dunstan Legal Assistant Clerk

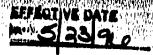
to Neil W. Platock

AFD/tim

cc: Bradley E. McNutt

Neil W. Platock, Esq. Brad M. Tomtishen, Esq.

WPB/84446.1



ARTICLES OF INCORPORATION OF NORTHPOINT ASSOCIATES, INC.

DIVISION OF CONFORATIONS

96 MAY 24 AM 10: 49

ARTICLE L. NAME

The name of this corporation is Northpoint Associates, Inc. (the "Corporation").

ARTICLE II - PRINCIPAL OFFICE

The principal office of the Corporation is located at the following address:

27 North Woodland Street Englewood, New Jersey 07631

The malling address of the Corporation is the following address:

c/o Bradley E. McNutt Stiles Realty Company 6400 N. Andrews Avenue Fort Lauderdale, Florida 33309-2214

ARTICLE III - PURPOSE

The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV - DURATION

The Corporation shall have perpetual existence commencing on May 23, 1998.

ARTICLE V - CAPITAL STOCK

The Corporation is authorized to issue 10,000 shares of One Penny (\$0.01) par value common stock, which shall be designated "Common Shares."

ARTICLE VI - BYLAWS

The bylaws of the Corporation may be adopted, altered, amonded or repealed by either the stockholders or the directors of the Corporation.

ARTICLE VII - INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE VIII - INITIAL REGISTERED AGENT AND OFFICE

The name and street address of the initial registered agent and office of the Corporation are:

HOMISCO INCORPORATION, INC. 222 Lakeview Avenue, Suite 800 West Palm Beach, Florida 33401

ARTICLE IX - INCORPORATOR

The name and address of the entity signing these Articles are:

HOMISCO INCORPORATION, INC. 222 Lakeview Attenue, Suite 800 West Palm Beach, Florida 33401

ARTICLE X - INITIAL BOARD OF DIRECTORS

The Corporation shall have one (3) directors initially. The number of directors may be increased or decreased from time to time by the bylaws of the Corporation but shall never be less than one (1). The names and addresses of the initial directors of the Corporation are:

NAME

Gabriel Hakim, Sr. 180 Madison Avenue

New York, New York 10018

ADDRESS

John F. Malhame 27 North Woodland Street

Englewood, New Jersey 07631

Bradley E. McNutt 711 S. Rio Vista Blvd.

Fort Lauderdale, Florida :33316

ARTICLE XI - AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 23rd day of May, 1996.

HOMISCO INCORPORATION, INC.

Oliver 1. Parson, VP

Steven R. Parson, Vice President

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE VIII OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED CORPORATION HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF ITS DUTIES.

Dated this 23rd day of May, 1996.

HOMISCO INCORPORATION, INC.

By: Steven R. Parson, Vice President

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HONIGMAN MILLER SCHWARTZ AND COHN

A PARTHERBHIP INCLUDING PROFESSIONAL ARTOCIATIONS

RER LAKEVIEW AVENUE-BUITE 800 WEDT PALM BEACH, FLORIDA 33401-6118 FAX (6611838-3038

ANDREW F. DUNSTAN Logal Assistant Clark DIRECT DIAL NUMBER (501) 838-4611

TAMPA, PLOMDA ORLANDO, FLOMDA DETNOIT, MICHIGAN LANBING, MICHIGAN

December 12, 1996

Division of Corporations P. O. Box 6327 Tallahassee, FL 32314

Re: Northpoint Associates, Inc. - Document Number P96000044849

Dear Sir or Madam:

Please be advised that the mailing address of the above referenced corporation has been changed. The new mailing address is:

711 S. Rio Vista Boulevard Fort Lauderdale, FL 33316

Please update your records accordingly.

Sincerely yours,

Andrew F. Dunstan Legal Assistant Clerk

Anchew F. ()une for

to Neil W. Platock

AFD/tim

cc: Mr. Bradley E. McNutt Neil W. Platock, P.A. W/2/19

WPB/95699.1